

WAL MART STORES INC

Form 4

March 02, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WALTON JIM C**

(Last) (First) (Middle)

P.O. BOX 1860

(Street)

BENTONVILLE, AR 72712

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**WAL MART STORES INC [WMT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/28/2017**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/28/2017		S		1,947,020	D \$ 70.6485 <sup>(1)</sup>	138,516,319	I	By Trust
Common Stock	02/28/2017		J <sup>(2)</sup>		1,715,000 <sup>(2)</sup>	D \$ 0 <sup>(2)</sup>	136,801,319	I	By Trust
Common Stock	03/01/2017		S		2,023,992	D \$ 70.443 <sup>(3)</sup>	134,777,327	I	By Trust
Common Stock	03/02/2017		S		571,349	D \$ 70.4987 <sup>(4)</sup>	134,205,978 <sup>(5)</sup>	I	By Trust
Common Stock							10,507,127	D	

Common  
Stock1,415,891,131  
(6) IBy  
Limited  
Liability  
Company

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALTON JIM C P.O. BOX 1860 BENTONVILLE, AR 72712	X

## Signatures

/s/ Jennifer F. Rudolph, by Power of Attorney 03/02/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$70.25 to \$70.955, inclusive. The price reported above reflects the weighted average sales price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of

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shares and prices at which the transaction was effected.

- (2) The transaction is a distribution of 1,715,000 shares of Common Stock, for no consideration, by the Walton Family Holdings Trust (the "Trust") to certain beneficiaries of the Trust.

- (3) This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$70.15 to \$71.01, inclusive. The price reported above reflects the weighted average sales price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transaction was effected.

- (4) This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$70.17 to \$70.78, inclusive. The price reported above reflects the weighted average sale price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transaction was effected.

- (5) The reporting person is a trustee of the Walton Family Holdings Trust, the entity that owns 134,205,978 shares of Common Stock. The reporting person disclaims beneficial ownership of the reported securities held by such Trust except to the extent of his pecuniary interest therein.

- (6) The reporting person is a member of Walton Enterprises, LLC, the entity that owns 1,415,891,131 shares of Common Stock. The reporting person disclaims beneficial ownership of the reported securities held by such LLC except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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